

INTELENET COMMISSION BYLAWS

ARTICLE I Name and Office Location

The name of this public body is INTELENET COMMISSION, hereinafter referred to as the Commission. The office of the Commission is at 101 West Ohio Street, Suite 800, Indianapolis, County of Marion, State of Indiana. The location of the office may be changed at any time when authorized by the Commission.

ARTICLE II Corporate Seal

The Commission, as a public body corporate and politic, created as an instrumentality of the State for a public purpose, but not a part of the State government in its sovereign capacities, shall have a corporate seal. Such seal shall be a circular disk with the words "Intelenet Commission of the State of Indiana" inscribed around the periphery thereof and, in the center thereof, the word "seal". It shall be mounted upon a metal die.

ARTICLE III Composition of Commission

The Commission consists of sixteen (16) members as follows: Four (4) members appointed by the Governor for terms of four (4) years each with representation from the user community and general public.

- A representative of the Governor to serve at the Governor's pleasure.
- The Lieutenant Governor or the Lieutenant Governor's designee.
- The State Budget Director or the State Budget Director's designee.
- The Superintendent of Public Instruction or the Superintendent's designee.
- The Director of the Indiana State Library or the Director's designee.
- The Executive Director, who serves as a nonvoting member and as Secretary.
- The Commissioner of the Indiana Department of Administration or the Commissioner's designee.
- A representative of the coordinating unit established under IC 20-12-12-3, which administers and supervises the Indiana Higher Education Telecommunications System.
- Two (2) members of the House of Representatives appointed by the Speaker of the House, who may not be members of the same political party, to serve as nonvoting ex officio members. Two members of the Senate appointed by the President Pro Tempore of the Senate, who may not be members of the same political party, to serve as nonvoting ex officio members.

If a vacancy occurs among the appointed members of the Commission, the Governor shall appoint another member to serve the unexpired term of the vacating member.

The Governor may authorize one (1) or more members of the Commission to designate another individual to act for the member under this article. The Governor's authorization may be modified or terminated at any time.

ARTICLE IV Meetings of Commission

Regular meetings of the Commission shall be held from time to time as business of the Commission may require, upon call by the Chair. Special meetings of the Commission may be called at any time by the Chair, and shall be called on the written request addressed to the Chair by any four (4) members of the Commission. Seven (7) voting members shall constitute a quorum, and if at least a quorum of its members is present at a public meeting, the Commission may take a final action upon the approval of seven (7) of the voting members of the Commission. A vacancy in membership of the Commission shall not impair the rights of a quorum to exercise all the rights and perform all the duties of the Commission. Called meetings may be adjourned, at the pleasure of the Commission, to another date and hour made certain in the minutes, in the event a quorum is not present, or for any other reason, without the necessity of giving additional notice. The Chair may appoint committees from the Commission membership for the purpose of making investigations or studies on any subject matter that comes within the purposes for which the Commission was created, and to report back to the Commission as to their findings and recommendations, or may appoint such committees to assist the Executive Director to carry out the orders and directions of the Commission as to any prior authorized project or projects. Any committees established by the Commission for the latter purpose shall make a full report to the Commission as to their doings in the premises.

ARTICLE V Statutory Officers and Duties

The Commission shall meet and elect a Chair and Vice-Chair whose terms of office are to be for one year, beginning July 1st with the start of the fiscal year. The Chair and Vice-Chair shall continue in office until successors have been elected. The Chair shall preside at all meetings of the Commission, if present, and shall have all the powers and duties usually vested in such office. The Chair shall perform such duties and have such other powers as are assigned to or vested in the Chair's office from time to time by the Intelnet Commission. The Vice-Chair shall serve as Chair and discharge the duties of that office in the event of the absence or inability of the Chair to be present at any called meeting of the Commission. The Vice-Chair shall also perform or discharge such other duties as may from time to time be assigned to the Vice-Chair's office by the Commission. The Vice-Chair shall call a meeting of the Commission as soon as practical after the effective date of Chairship vacancy for the purpose of electing a new Chair. If the positions of both Chair and Vice-Chair become vacant concurrently, the Executive Director of the Commission will assume Commission Chairship for the specific purpose of calling a Commission meeting to elect officers. The newly elected Commission officers will serve out the remaining term of the fiscal year.

ARTICLE VI Executive Director

The Commission may employ an Executive Director who shall be the executive officer in charge and control of the Commission's administrative office. The Executive Director shall be directly responsible to the Commission, in the every particular, in carrying out the orders, instructions and assignments of the Commission, and shall have all the powers usually vested in such an administrative officer; provided, however, such orders, instructions, assignments and delegated administrative authority shall not operate to relieve the Commission or any member thereof of any responsibility imposed upon it or the

Executive Director by the Act creating the Commission and therein vesting certain specific powers, duties and discretion solely in the Commission. In general, the Executive Director shall have authority to transact such business of the Commission as may require attention between meetings of the Commission, and such business transacted, other than of a routine nature, shall be reported to and, when necessary, offered for approval by the Commission at its next regular meeting.

In addition to the foregoing, the Executive Director shall be the liaison officer to coordinate interrelated interests of the Commission and authorized users of the Intelnet system. When authorized by the Commission, he or she may cause or initiate the preparation of necessary contracts, agreements and leases of office space; for purchase of the supplies and equipment; for necessary professional services; and for the employment of personnel to carry out the statutory duties of the Commission. The Executive Director shall make recommendations to the Commission as to the awarding of contracts, and shall obtain necessary official or advisory opinions from the Attorney General on legal questions pertaining to the Commission. He or she shall prepare notices together with agendas and resolutions for Commission meetings. He or she shall establish and supervise administrative procedures for the office, set up and maintain adequate files, records, and accounting practices, handle correspondence, and maintain and supervise the authorized staff of employees. The Executive Director shall be responsible for the taking and preparation of the minutes of all official meetings of the Commission, and affix his or her signature thereto. The Executive Director shall keep or cause to be kept, in books provided for the purpose, the minutes of said meetings and see that they are preserved as permanent records in the office of the Commission. He or she shall execute on behalf of the Intelnet Commission documents and legal instruments used or received in the ordinary course of business, and shall execute any non-routine documents pertaining to the business of the Intelnet Commission only in accordance with authority delegated by the Commission or its Chair.

The Executive Director shall serve as the financial officer for the Commission and as such shall keep abreast with the subject matter of all sources of income as may be provided for specific purposes and general use of the Commission, and thus be in a position to advise the Commission as to these matters.

ARTICLE VII Personnel and Administration

The Commission may employ all necessary staff employees and other professional persons to carry out the statutory duties and responsibilities of the Commission, provided however, that such employment, pertaining to other than regular administrative staff employees, shall be by contract that must follow the usual statutory procedures requiring the approval of the Commission, the State Budget Agency, the Attorney General and the Governor. Before December 31 of each year, the Commission shall issue a written report to the General Assembly and the Governor that summarized the financial and operational performance of the Commission during the preceding fiscal year and forecasts the Commission's future financial and operational performances. The report issued to the General Assembly shall be distributed to the President Pro Tempore of the Senate, the Minority Leader of the Senate, the Speaker of the House of Representatives, the Minority Leader of the House of Representatives, and the Executive Director of the Legislative Services Agency and all Commissioners. All contracts and agreements to be made by the Commission shall be made in the name of the Commission and shall be executed for and on behalf of the Commission

by the Chair, except where he or she has delegated that authority to the Executive Director, who may then execute those contracts and agreements as provided in Article VI of these By-laws.

ARTICLE VIII Amendments and Adoptions

The Commission shall have the power to make, alter, amend or repeal this code of By-Laws, either in part or in its entirety, at any regular or special meeting of the Commission, provided that notice of intention to make, alter, amend or repeal the By-Laws in whole or in part shall have been given at the next preceding meeting; or without any such notice, by a vote of two-thirds of all the Commission members. Provided further, the affirmative vote of a majority of the actual number of Commission members shall be necessary to effect any such alteration, amendment, or repeal.

ARTICLE IX Executive Committee

The Commission shall have an Executive Committee comprised of seven (7) members of the Commission, or such greater or lesser number as the Commission by resolution shall provide. The Chair shall be a member of the Executive Committee and shall serve as Chair of the Executive Committee. The Executive Committee shall have all of the powers, duties, and responsibilities of the Commission, including power to approve, amend, change, or otherwise make or modify agreements and commitments, except those powers, duties, and responsibilities that are expressly reserved to the Commission by resolution duly adopted. Meetings of the Executive Committee shall be held from time to time as the business of the Commission may require, upon call by the Chair. A majority of the members of the Executive Committee shall constitute a quorum, and if at least a quorum of its members is present at a public meeting, the Executive Committee may take final action upon the approval of a majority of the members of the Executive Committee. The other provisions of Article IV of these By-Laws relating to the conduct of business of the Commission shall also apply to the Executive Committee. Any item of business properly before the Executive Committee may be referred to the Commission for action by resolution duly adopted. Notices of Executive Committee meetings and minutes of meetings thereof shall be distributed to all members of the Commission.

ARTICLE X Enhanced Data Access Review Committee

The General Assembly has created the Enhanced Data Access Review Committee through the addition of a new chapter to the enabling code of the Intelnet Commission. The Enhanced Data Access Review Committee shall oversee and administer the state government electronic gateway and said Committee will have powers to:

- Review, modify, and approve agency agreements on behalf of the Commission.
- Review the implementation and operation of the computer gateway established by the Intelnet Commission.
- Audit agency agreements with the network manager of the computer gateway and
- Provide periodic reports to the Intelnet Commission.

- Encourage and stimulate participation in the use of the computer gateway by government entities, the business community, and members of the public.
- Establish a reasonable fee for enhanced access to public records and other electronic records, so that user fees from all electronic transactions are sufficient to develop, maintain, operate, and expand the computer gateway administered by the Intelnet Commission.

The Enhanced Data Access Review Committee is composed of the following nine (9) members:

- The State Budget Director or the Director's designee.
- The Commissioner of the Indiana Department of Administration or the Commissioner's designee.
- A liaison from the Governor's office.
- The Director of the Indiana State Library or the Director's designee.
- The Director of the Commission on Public Records or the Director's designee.
- The Attorney General or the Attorney General's designee.
- Three individuals who are members of the general public, appointed by the Governor for three (3) year terms.
- In addition to the members designated above, the Governor may appoint any number of nonvoting members who serve at the Governor's pleasure.

The Intelnet Commission shall select one (1) member of the Enhanced Data Access Review Committee to serve as Chair of the Committee. Five (5) members of the Committee constitute a quorum. The affirmative votes of five (5) members of the Committee are necessary for the Committee to take action.

Revised and as amended through June 24, 2002.